UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

IN RE ENRON CORPORATION SECURITIES, DERIVATIVE AND "ERISA" LITIGATION	:	MDL 1446
MARK NEWBY, et al., Plaintiffs, v. ENRON CORP., et al., Defendants.	:	Civil Action No. H-01-3624 and consolidated and coordinated cases
SILVERCREEK MANAGEMENT INC., et al., Plaintiffs, v. CITIGROUP, INC., et al., Defendants.	:	Civil Action No. H-03-0815

DECLARATION OF JONATHAN K. YOUNGWOOD IN SUPPORT OF JPMORGAN CHASE'S SUPPLEMENTAL MEMORANDUM OF LAW IN SUPPORT OF ITS MOTION TO DISMISS PLAINTIFFS' THIRD AMENDED COMPLAINT (Instr. No. 132)

I, JONATHAN K. YOUNGWOOD, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury as follows:

1. I am a partner with the law firm of Simpson Thacher & Bartlett LLP, attorneys for Defendants JPMorgan Chase & Co. and J.P. Morgan Securities Inc. (n/k/a J.P. Morgan Securities LLC) (collectively, "JPMorgan Chase") in the above-captioned matter. I respectfully

submit this Declaration in support of JPMorgan Chase's Supplemental Memorandum Of Law In Support Of Its Motion To Dismiss Plaintiffs' Third Amended Complaint (Instr. No. 132).

2. Attached hereto as Exhibit A is a true and correct copy of the Enron Corp., Prospectus, Zero Coupon Convertible Senior Notes Due 2021 (Form 424(b)(3)), filed with the U.S. Securities and Exchange Commission ("SEC") on July 25, 2001.

3. Attached hereto as Exhibit B is a true and correct copy of the Enron Corp., Prospectus Supplement No. 1, Zero Coupon Convertible Senior Notes Due 2021 (Form 424(b)(3)), filed with the SEC on August 3, 2001.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 27th day of September, 2011, at New York, New York.

/s/ Jonathan K. Youngwood

Jonathan K. Youngwood
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JPMORGAN CHASE & CO. AND J.P.
MORGAN SECURITIES INC. (N/K/A
J.P. MORGAN SECURITIES LLC)

CERTIFICATE OF SERVICE

The undersigned certifies that on September 27, 2011, a copy of the foregoing instrument was served on the attorneys of record for all parties to the above cause through the CM/ECF System.

/s/ Steven M. Metro
Steven M. Metro